

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

PITTSFIELD GENERATING COMPANY, L.P.,

Plaintiff,

V.

DEVON CANADA CORPORATION.

Defendant.

CIVIL ACTION
NO. 04-30128-MAP

**AFFIDAVIT OF DAVID A. BROWN IN SUPPORT OF PITTSFIELD GENERATING
COMPANY, L.P.'S OPPOSITION TO MOTION TO DISMISS FOR LACK
OF JURISDICTION AND FORUM NON CONVENIENS AND MOTION
TO STAY IN DEFERENCE TO A FOREIGN PROCEEDING**

I, David A. Brown, under oath, hereby depose and state as follows:

I am a partner in the law firm of Sherin and Lodgen LLP. I am a member in good standing of the bar of the Commonwealth of Massachusetts. I represent plaintiff Pittsfield Generating Company, L.P. ("PGC") in the above-captioned matter.

Agreements

1. Attached as Tab 1 is a true copy of the Natural Gas Purchase and Sale Agreement between Home Oil Company Limited (defendant Devon Canada Corporation's ("Devon") predecessor) ("Home") and Altresco Pittsfield, L.P. ("Altresco") (now known as PGC), dated August 23, 1995, that is the subject of this action.

2. Attached as Tab 2 is a true copy of the Letter Agreement between Altresco and Home dated May 15, 1995.

3. Attached as Tab 3 is a true copy of the Renegotiation/Arbitration Agency Agreement between Home and Altresco, dated August 23, 1995.

4. Attached as Tab 4 is a true copy of the Power Sale Agreement between Altresco and Commonwealth Electric Company, dated February 20, 1992.

5. Attached as Tab 5 is a true copy of the Power Sale Agreement between Altresco Pittsfield and Cambridge Electric Light Company, dated February 20, 1992.

6. Attached as Tab 6 is a true copy of the Amendment No. 1 to the Natural Gas Purchase and Sale Agreement between Home and Altresco dated July 1, 2002.

7. Attached as Tab 7 is a true copy of the Termination Agreement between PGC and Cambridge Electric Light Company dated June 2, 2004 to terminate the Power Sale Agreement between them.

8. Attached as Tab 8 is a true copy of the Termination Agreement between PGC and Commonwealth Electric Company dated June 2, 2004 to terminate the Power Sale Agreement between them.

Papers Filed in Alberta Action

9. Attached as Tab 9 is a true copy of the Statement of Claim Devon filed in the Court of Queen's Bench of Alberta, Judicial District of Calgary, on July 12, 2004 ("Alberta Action").

10. Attached as Tab 10 is a true copy of excerpts from the Affidavit of Henry Assen Devon filed in the Alberta Action on July 12, 2004.

11. Attached as Tab 11 is a true copy of excerpts from the Affidavit of Henry Assen Devon filed in the Alberta Action on August 3, 2004.

12. Attached as Tab 12 is a true copy of excerpts from the Affidavit of Henry Assen Devon filed in the Alberta Action on August 10, 2004.

13. Attached as Tab 13 is a true copy of the Affidavit of Donald W. Scholl PGC filed in the Alberta Action on August 16, 2004.

14. Attached as Tab 14 is a true copy of the Affidavit of George Lehner filed in the Alberta Action on August 16, 2004.

15. Attached as Tab 15 is a true copy of excerpts from the Affidavit of Henry Assen Devon filed in the Alberta Action on August 20, 2004.

Documents Marked as Exhibits to Cross-Examination on the Affidavit of Henry Assen

16. Attached as Tab 16 is a true copy of the Letter Agreement between Home and Altresco dated August 24, 1995. This agreement was marked as Exhibit No. 1 to the cross-examination of Henry Assen that occurred in the Alberta Action on August 12, 2004.

17. Attached as Tab 17 is a true copy of the Letter Agreement between Altresco and Anderson Exploration, Ltd. ("Anderson") (Devon's predecessor) dated September 13, 1995. This agreement was marked as Exhibit No. 2 to the cross-examination of Henry Assen that occurred in the Alberta Action on August 12, 2004.

18. Attached as Tab 18 is a true copy of correspondence from Home to Altresco dated September 20, 1995. This correspondence was marked as Exhibit No. 3 to the cross-examination of Henry Assen that occurred in the Alberta Action on August 12, 2004.

19. Attached as Tab 19 is a true copy of correspondence dated October 13, 1995, from Home to Altresco. This correspondence was marked as Exhibit No. 5 to the cross-examination of Henry Assen that occurred in the Alberta Action on August 12, 2004.

Additional Business Records of Devon Admitted in Alberta Action as Order of Alberta Court

20. Attached as Tab 20 is a true copy of correspondence dated August 24, 1995, from Home to Bennett Jones Verchere, Altresco's counsel.

21. Attached as Tab 21 is a true copy of correspondence dated August 25, 1995 from Altresco to Home.

22. Attached as Tab 22 is a true copy of correspondence dated September 26, 1995, from Home to Altresco.

23. Attached as Tab 23 is a true copy of correspondence dated September 29, 1995, from Altresco to Anderson.

24. Attached as Tab 24 is a true copy of correspondence dated November 25, 2003, from Devon to PGC.

25. Attached as Tab 25 is a true copy of correspondence dated November 25, 2003, from Devon to PGC.

26. Attached as Tab 26 is a true copy of correspondence dated December 19, 2003, from Devon to PGC.

27. Attached as Tab 27 is a true copy of correspondence dated December 22, 2003, from PGC, as agent for Devon, to NSTAR Electric and Gas.

28. Attached as Tab 28 is a true copy of correspondence dated September 15, 2004, from Devon to Shawmut Bank Connecticut National Association.

29. Attached as Tab 29 is a true copy of correspondence dated August 24, 1995, from Bennett Jones Verchere, Altresco's counsel, addressed to Duncan McEachern of Altresco.

Brief Filed in Alberta Action

30. Attached as Tab 30 is a true copy of excerpts from the Brief of Argument of the Plaintiff for the September 1, 2004 special application filed in the Alberta Action.

Transcript

31. Attached as Tab 31 is a true copy of excerpts of the transcript from the cross-examination on the Affidavit of Henry Assen that occurred in the Alberta Action on August 12, 2004.

32. Attached as Tab 32 is a true copy of excerpts of the transcript from the hearing on PGC's motion to dismiss in the Alberta Action on September 1, 2004-September 2, 2004.

The foregoing is true and accurate to the best of my knowledge, information and belief.

Signed under the penalties of perjury on this the 1st day of October, 2004.

PITTSFIELD GENERATING COMPANY, L.P.

By its attorney,

/s/ David A. Brown
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